THE PENNSYLVANIA RAILROAD COMPANY

GENERAL MORTGAGE 3⅛% BOND, SERIES F

DUE JANUARY 1, 1985

№ 24270 — № 24270

The Pennsylvania Railroad Company, a corporation of the Commonwealth of Pennsylvania (hereinafter called the Railroad Company) for value received, hereby promises to pay to the bearer, or, if registered, to the registered owner hereof, on the first day of January, 1985,

ONE THOUSAND DOLLARS ($1000.)

in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts, and to pay interest thereon from the date hereof at the rate of three and one-eighth per centum per annum, in like coin or currency, semi-annually, on the first day of the month of January and on the first day of the month of July of each and every year, upon presentation and surrender of the respective interest coupons hereto annexed. Both principal and interest are payable at the option of the holder either at the office of the Railroad Company in the City of Philadelphia, or at its office or agency in the Borough of Manhattan, City of New York. This bond is one of the Bonds of Series F, an issue of coupon and registered bonds known as General Mortgage Bonds, the authorized total issue of which is limited so that the amount thereof at any one time outstanding shall not exceed the aggregate par value of the then outstanding paid up capital stock of the Railroad Company, the payment of the principal of and interest on all such bonds being equally secured, without preference, priority or distinction of any one over another, by a mortgage to Girard Trust Company and William H. Jones, Trustees, bearing date the first day of June, 1915, of the railroad, property and franchises of the Railroad Company, as said mortgage has been supplemented by indentures supplemental thereto, dated the first day of July, 1924, the first day of February, 1936, and the first day of January, 1945, to said Trustees, said mortgage and supplements thereto being herein together called the Mortgage, to which Mortgage reference is hereby made for a description of the railroad, property and franchises mortgaged, conveyed or assigned to said Trustees, the nature and extent of the security of the bonds issued thereunder, the respective rights of the holders of said bonds, of the Railroad Company and of the Trustees under the same, and the conditions upon which bonds may become payable, in case of default, prior to the date of maturity hereof.

The Bonds of Series F are redeemable prior to maturity, at the option of the Railroad Company, as a whole, or in part other than for Sinking Fund purposes, in amounts not less than $1,000,000, principal amount at any one time, on January 1, 1946, or on any interest date thereafter to and including January 1, 1958, at 105% of the principal amount thereof, or on any interest date thereafter to and including January 1, 1963, at 104½% of the principal amount thereof, or on any interest date thereafter to and including January 1, 1968, at 104% of the principal amount thereof, or on any interest date thereafter to and including January 1, 1973, at the principal amount thereof, in each case with accrued interest on such principal amount to the date fixed for redemption, but in the event of a redemption on any interest date between the redemption date and July 1, 1983, or on any interest date after January 1, 1983, at the principal amount thereof, in each case with accrued interest on such principal amount to the date fixed for redemption.

As and for a Sinking Fund for the Bonds of Series F the Railroad Company will pay to the Corporate Trustee on or before the 15th day of October in the year 1945 and on or before the 15th day of October in each year thereafter to and including the year 1983 (but in each case only out of the net income of the Railroad Company for the preceding calendar year, determined in accordance with the regulations of the Interstate Commerce Commission and after deducting any sinking fund requirements for such year for the General Mortgage Bonds of Series E and Prior Lien Collateral Bonds), in cash or in lawful money of the United States of America, or in Bonds of Series F to be taken at their cost to the Railroad Company (exclusive of accrued interest and brokerage charges) or at the redemption price for the Sinking Fund in effect on the first day of January next following, whichever shall be lower, Bonds of Series F as shall be redeemed, in part, through the application of cash in the Sinking Fund, on January 1, 1946, and on any January 1 thereafter to and including January 1, 1955, at 102½% of the principal amount thereof, and on any January 1 thereafter to and including January 1, 1982, at the principal amount thereof plus a premium equal to ½ of 1% for each period of three years or part thereof between the redemption date and January 1, 1983, and on January 1, 1983, and January 1, 1985, at their principal amount, in each case with accrued interest on such principal amount to the date fixed for redemption.

Notice of redemption, whether for the Sinking Fund or otherwise, shall be given by publication once in each week (on any day of the week specified in successive calendar weeks), in one daily newspaper printed in the English language and published and of general circulation in the city of Philadelphia, Pennsylvania, and in one such newspaper published and of general circulation in the Borough of Manhattan, City of New York, the first publication to be not less than forty-five days nor more than ninety days prior to the designated redemption date, all as provided in the Mortgage.

Bonds duly called for redemption, for which payment shall have been duly provided, shall cease to bear interest and shall have no further rights under the Mortgage except the right to receive the redemption price thereof, all as provided in the Mortgage.

This bond shall pass by delivery unless it shall have been registered as to principal in the name of the owner at the office of the Railroad Company in the City of Philadelphia, or at its office or agency in the Borough of Manhattan, City of New York, and such registration shall have been noted hereon by the Railroad Company. After such registration no transfer shall be valid unless made by the registered owner in person, or by attorney duly authorized, and similarly noted hereon, but transfer to bearer may thereafter be made, and thereupon transferability by delivery shall be restored, but this bond may again, and from time to time be registered or transferred to bearer, as before. Such registration, however, shall not affect the negotiability of the coupons, which shall remain transferable by delivery. No charge shall be made for any such registration, transfer or discharge from registration of this bond. The holder hereof may surrender for cancellation this bond, with all unmatured coupons thereof, in exchange for a registered bond without coupons of the same series, bearing interest from the date at which the last preceding interest payment was due, upon payment, if the Railroad Company shall so require, of the charges provided for in said Mortgage, and any registered bond without coupons of Series F in like manner and upon payment, if required, of the charges provided for in said Mortgage, may in turn be exchanged for a coupon bond or bonds of the same series, bearing the interest coupon maturing at the interest date next succeeding the date of exchange of such registered bond, and all unmatured coupons. The bonds of Series F are issuable in denominations of $500, $1,000, $5,000 and any multiple of $5,000, when registered bonds without coupons are issuable, but the aggregate face or par value, and the amount of the accruing unmatured interest thereon, of the bond or bonds surrendered and of those issued in exchange or substitution therefor, shall in all cases be the same.

No recourse shall be had for the payment of the principal of or the interest on this bond, or of any claim based hereon or in respect hereof, or of the Mortgage, against any stockholder, officer or director, past, present or future, of the Railroad Company or of any successor corporation, all such recourse being, to the extent lawful, forever waived and released by the holder of this bond, by acceptance hereof; but nothing herein, or in the Mortgage contained shall impair any liability or claim based upon an express written guarantee. This bond shall not be valid or become obligatory for any purpose until it shall have been authenticated by the certificate of the Corporate Trustee endorsed hereon.

IN WITNESS WHEREOF, the said The Pennsylvania Railroad Company has caused this bond to be sealed with its corporate seal and to be signed by its President, or a Vice President, or other officer or person duly authorized by its Board of Directors to sign for the President and upon behalf of the Railroad Company, and the execution hereof to be attested by its Secretary, or an Assistant Secretary, and the coupons for interest hereto attached to be authenticated by the engraved facsimile signature of its Treasurer, as of the first day of January, 1945.

The Pennsylvania Railroad Company,

By _____ FOR PRESIDENT.

Attest: _____ ASSISTANT SECRETARY.

TRUSTEE'S CERTIFICATE.

It is hereby certified that this bond is one of the bonds described in the Mortgage mentioned thereon.

GIRARD TRUST CORN EXCHANGE BANK,
(FORMERLY GIRARD TRUST COMPANY), TRUSTEE.

By _____ VICE-PRESIDENT.

AMERICAN BANK NOTE COMPANY.

2010.120

16 15 14 13 12 11 10 9 8 7 6 5 4 3 2 1

32 31 30 29 28 27 26 25 24 23 22 21 20 19 18 17

48 47 46 45 44 43 42 41 40 39 38 37 36 35 34 33

64 63 62 61 60 59 58 57 56 55 54 53 52 51 50 49

80 79 78 77 76 75 74 73 72 71 70 69 68 67 66 65

NUMBER
24270

THE PENNSYLVANIA RAILROAD COMPANY

1000

GENERAL MORTGAGE
3⅛% BOND.
SERIES F
DUE JANUARY 1, 1985

INTEREST PAYABLE
JANUARY 1 AND JULY 1
PRINCIPAL AND INTEREST PAYABLE
AT THE OPTION OF THE HOLDER EITHER AT THE
OFFICE OF THE RAILROAD COMPANY
IN THE
CITY OF PHILADELPHIA
PENNSYLVANIA
OR AT ITS OFFICE OR AGENCY
IN THE
BOROUGH OF MANHATTAN
CITY OF NEW YORK

STAMPS REQUIRED BY REVENUE ACTS OF CONGRESS HAVE BEEN AFFIXED TO THE MORTGAGE SECURING THIS ISSUE, AND CANCELLED

AMERICAN BANK NOTE COMPANY

REGISTERABLE AT THE OFFICE OF THE RAILROAD COMPANY, IN THE CITY OF PHILADELPHIA,
OR AT ITS OFFICE OR AGENCY IN THE BOROUGH OF MANHATTAN, CITY OF NEW YORK.
NOTICE: NO WRITING TO BE PLACED HEREON EXCEPT BY THE REGISTRARS AT THESE OFFICES.

DATE OF REGISTRATION	NAME OF REGISTERED OWNER	SIGNATURE OF REGISTRAR